

## **Code of Business Conduct and Ethics**

The board of BG Mines (Proprietary) Limited has determined that, on the recommendations and requirements of the South Africa Mining Charter and Business Practices of Corporate Governance to the commitment to conducting this business and affairs in accordance with a code of business practice that uphold all aspects of good corporate citizenship.

### **Our Principles**

BG Mines is committed to conducting its business and affairs with honesty, integrity and in accordance with high ethical and legal standards. This Code of Business Conduct and Ethics provides a set of ethical standards by which each director, officers, employees, consultants, and contractors are to be adopted by BG Mines (Pty) Limited. This Code applies to all directors, officers, employees, consultants and contractors of our business and compliance with this Code of each director constitutes terms of service, for each officer and employee constitutes condition of employment and for each consultant and contractor constitutes conditions of providing services to BG Mines. Each such person agrees to be bound by the provisions of this Code upon notification of the most recent copy being given to them or upon notification that an updated version.

### **Compliance with Laws, Code and Policies**

As the anti-corruption laws of the Republic of South African have extraterritorial application, all directors, officers, employees, consultants, and contractors will be bound by the most stringent requirements of those laws in all jurisdictions in which we operate, even if conduct would otherwise be permitted by the local law of a particular jurisdiction.

All directors, officers, employees, consultants and contractors, in discharging their duties, with comply with:

- The laws, rules, and regulations of the location in which BG Mines is performing business activities,
- Our firm's Code of Business Practice, and
- All corporate policies that address all of the following expectations including without limitation, the following principal corporate policies:
  - a) Anti-Bribery and Corruption Policy,
  - b) Corporate Disclosure Policy,
  - c) Insider Trading Policy,
  - d) Safety, Health, Environment, Community and Quality Policy (SHECQ),
  - e) Corporate Social Responsibility Policy,
  - f) Whistleblower Policy, and
  - g) Employee Development Policy,

No one working at BG Mines, regardless of his or her position, will ever commit an illegal or unethical act, or will any officer, employee, consultant and contractor to do so.

### **Standards of good professional ethics**

BG Mines intends that its good reputation will be maintained and accordingly of all BG Mines' activities will be carried out ethically and with honesty and integrity, in the expectation that these activities will become a matter of public knowledge. Anything less is unacceptable and will be treated as serious breach of duty.

## **Protection and proper use of assets**

All directors, officers, employees, consultants and contractors of BG Mines will deal with BG Mines' assets including all data, information (confidential or otherwise), records material, facilities and equipment, with the strictest integrity and with due regard to the interests of shareholders and all stakeholders. BG Mines' assets may not be used for personal gain or benefit. In addition, all directors, officers, employees, consultants and contractors must protect such assets from loss, damage, misuse, theft and waste and ensure that such assets are used only for legitimate purposes.

## **Good ambassadorship**

All directors, officer, employees, consultants, and contractors are ambassador of BG Mines in both their business and personal lives. While, BG Mines supports the freedom of the individual to pursue life in his or her own way of business hours, directors, officer, employees, consultants and contractors are encouraged to act in a manner that upholds their good reputation and that of BG Mines.

All directors, officer, employees, consultants and contractors will represent BG Mines in a professional manner at all times. Neither the reputation nor image of BG Mines will be jeopardized at any time. The behaviour of all directors, officers, employees, consultants and contractors is seen to reflect that of BG Mines, so all actions must reflect the policies of BG Mines.

## **Conflict of Interest**

- Directors, officers, employees, consultants and contractors, in discharging their duties will act honestly and in good faith with a view to the best interest of BG Mines.
- Directors, officers, employees, consultants and contractors will avoid situations involving conflict or potential conflict, between their personal, family or business interests and the interests of BG Mines.
- Directors, officers, employees, consultants and contractors will perform their duties and arrange their personal business affairs in a manner that does not interfere with their independent exercise of judgment. Nobody working at BG Mines will accept financial compensation of any kind, nor any special discount, loan or favor, from persons, corporations or organizations having dealings or potential dealing with BG Mines.
- Non-executive directors of BG Mines are not expected to devote their time and effort solely on behalf of BG Mines, and they may have a variety of other business relationships that could give rise to a conflict of interest. Any such potential conflicts of interest are not subject to the Code and are to be resolved directly with Board of Directors.